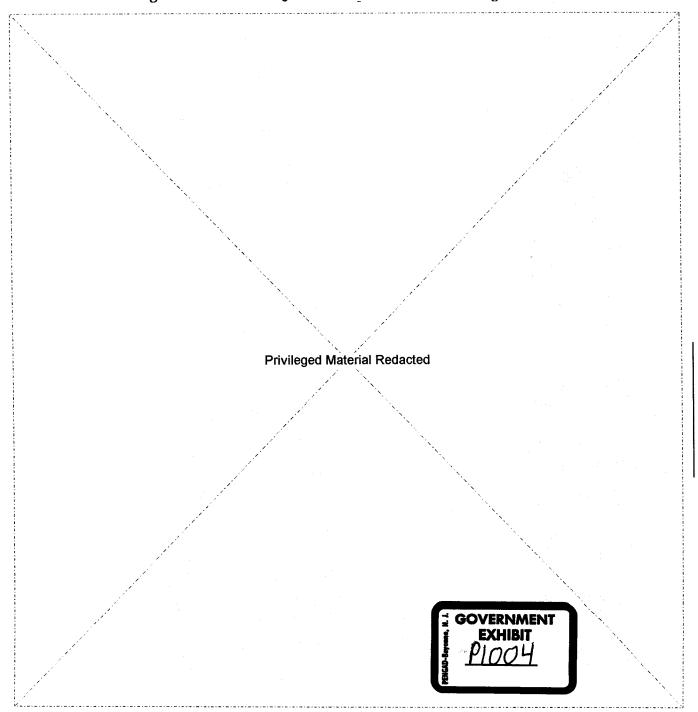
US EXECUTIVE APPROVAL FORM

CUSTOMER NAME: Barnes & Noble, Inc. PARTNER/VAD NAME:

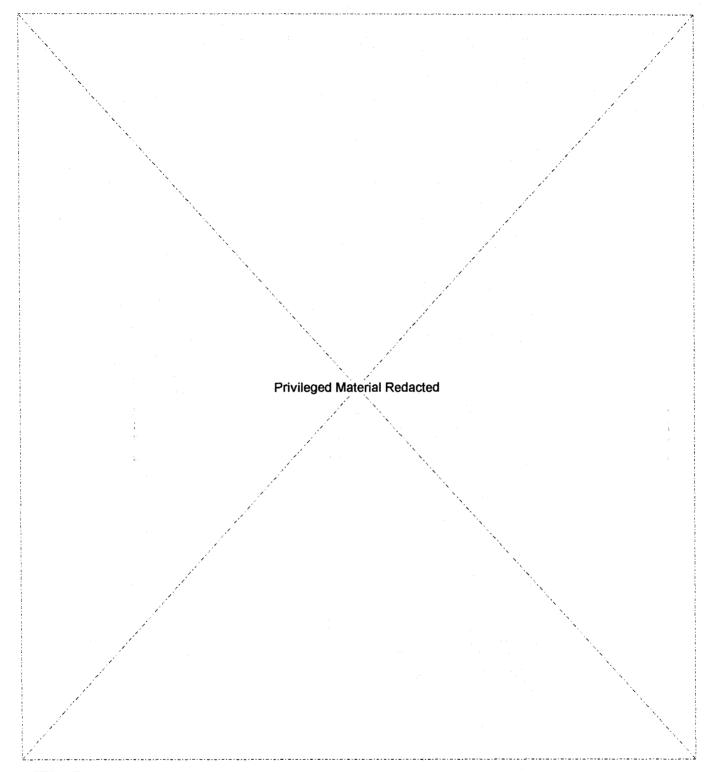
SECTION I - Approval Requests: HQAPP Requests:

The following language requests require HQAPP approval to amend customer's exisiting SLSA.

All references in the Agreement to "Ordering Document".



[Need additional information - B&N to identify specific types of CI.]



TIER 1 Requests:

- 1. Blended discount of 70% (Financials, Projects, Tutor & Financial Analyzer, Purchasing, Supplier Portal & Ebusiness Intelligence @65%, Technology @ 75% as "Application Specific" licenses & including 2% JE (About \$62K) to reduce interest charges on financing) Net Apps L= \$775K, Net Tech L=\$267K
- 2. Price hold up to 3 years. 2 Years will be offered
- 3. Support cap-Years 2 & 3 flat, Years 4 & 5 @4%

4. Use simplified customer reference language

TIER 2/3 Requests:

- 1. Tier 2- Standard assignment language
- 2. Tier 3- Customer definition, Majority owned subs without exhibit

Previously approved requests (include date of approval):

- 1. All Tier 1, 2, 3 requests were approved May 26-28, 2003
- 2.

SECTION II – Deal Summary:

Deal Summary		
Programs	Oracle Applications: Oracle Financials (GL, AP, FA, AR, CM, PM), Oracle Financial & Sales Analyzers, Project Costing, Oracle Purchasing, E- Business Intelligence, Tutor for Applications, Supplier Portal Technology: Internet Application Server EE, Oracle Database EE, Oracle Partitioning, Internet Developer Suite, Express Server	
License Discount	Blended 70% (ebiz + 45%)	
Support Discount	Blended 70% (ebiz + 45%)	
Comp & Admin Discount		
Phased Implementation for Comp & Admin?	See checklist below and forward a spreadsheet to NASINFO/OGEHINFO	
Subset of Users	See checklist below and forward a spreadsheet to NASINFO/OGEHINFO	
Support Options/Holds	Support cap- Years 2 & 3 flat, Years 4 & 5 @4%	
Price Holds	Price hold up to 3 years. 2 Years will be offered at same or higher price. Minimum Order of \$25,000.	
List License	\$ 3,284,650	
List Support	\$ 722,623	
List Comp & Admin		
Net License	\$ 1,042,730	
Net Support	\$229,401	
Net Comp & Admin		
Net Total Price	\$ 1,272,131	
Price List Used	March 24, 2003	

Customer History - Existing Price Holds		
Existing contractual discount (price hold)	%	
Date of Price List for price hold		
When does price hold expire?		
Price hold program categories (database,		
server, erp, crm, hr/payroll, app suite)		
Name of Agreement if applicable		

SECTION III - Justification:

This is a competitive situation with Peoplesoft. PSFT is touting their expertise in retail. This is a \$4 billion retailer in which we have defeated the incumbent PSFT head to head. B&N owns PSFT for HRMS, Payroll, Benefits and Time & Expense. Although Oracle has been selected, PSFT continues to pursue the opportunity with extremely aggressive pricing to overturn the decision. John Boucher and the Barnes & Noble COO agreed verbally to continue working together to close this deal in July when we ran out of time in May 2003.

Recommendation: (leave blank for HOAPP to fill out)

Submitted By: (fill in rep name and AVP name here) Tom Wagner/ASM, John Boucher/AVP Field RM name if submitted by OracleDirect:

R:	(leave blank for HQAPP to fill out)
C:	
L:	
A:	
BP:	

PLEASE NOTE THAT HQAPP WILL NOT REVIEW ANYTHING BELOW AND NOTHING BELOW WAS CONSIDERED FOR THEIR APPROVAL. ONLY DETAILS IN THE REQUEST SECTION (SECTION I) ABOVE WERE CONSIDERED IN THE APPROVAL GRANTED.

SECTION V – Ordering Document Details

Instructions - Fill in all sections completely.

APPROVAL REQUIREMENTS - Refer to the Approval Matrix at http://esource.oraclecorp.com
PRICING REQUIREMENTS - Refer to Price List and Price List Supplement for minimums and prerequisites.
PRICING SPREADSHEET - Include a pricing spreadsheet showing all products, quantities, license types, pricing, and discounts. Indicate if discount for drafting contract differs from approved discount.

MIGRATIONS - If your deal contains a migration, you must submit a Migration Worksheet to the ELM (eBusiness License Migrations) team. Refer to http://nafo.us.oracle.com under the Contract Management tab and e-Business

Note: All business approvals & quotes are valid through the quarter they were approved, unless a formal RFP or Tender requires a longer validity period.

License Migrations header to download the spreadsheet and for additional information.

General Information	
Contract requested by (insert date):	July 3, 2003
After all approvals are obtained - Allow 24 hours	

for standard contracts and 48 hours for non-	
standard contracts.	
Opportunity I.D. (OSO Number):	1014783(Applications) 1021377(Technology)
Is this a ship order?	_X_ Yes No
Deal Structure (indicate Direct, Pass-Through,	direct
Sublicense, or Trial License):	
Is this deal the result of a compliance issue that	Yes X No
LMS has been involved in?	
Does deal contain new licenses with an approved	Yes (specify non-supported license type and
non-supported license type (i.e. metric is not nor	eBusiness license type used to determine conversion)
ever has been on Oracle's price list):	X_No
Quote Valid Through (insert date):	
Partner (insert name, if applicable)?	Margin or % of net license fees
VAD (insert name, if applicable)?	Margin or % of net license fees
PARTNER PAYMENT: If this is a direct deal,	Yes
does it involve a Partner Referral Fee?	_X_No
If yes, specify payment type:	Applications Affiliate Fee
	ROP Fee (GB Use Only)
MIGRATIONS OR UPDATES:	Yes X No
PREMIUM SERVICES:	Yes X_No
INCIDENT PACKS:	Yes X_No
INTERNATIONAL:	Yes
Requires an International Notification Form to be	XNo
forwarded to your manager, contract specialist, and	()
NASINFO or OGEHINFO.	i i
Payment Terms:	XNet 30
	Other (Specify)
Referenced Agreement:	New OLSA
	XOther (Specify)_SLSA-476946-30-MAY-99

Customer and A	dministrative Information – all fields must be filled in
Customer's EXACT Legal Name:	Barnes & Noble, Inc.
Business Address:	
City / State / Zip:	New York, NY 10011
Customer Contract Admin:	Chris Troia
Phone #:	212-633-4002
Fax #:	212-352-3901
E-mail ID:	ctroia@bn.com
Billing Contact:	Joe Lombardi
(Partner/VAD if Indirect):	
Address:	122 Fifth Avenue
City / State / Zip:	New York, NY 10011
Phone #:	212-633-3215
Fax #:	
E-mail ID:	jlombardi@bn.com
Tax Status:	Exempt (Need certificate for ship to state if not on Oracle's Tax
	Exemption Log)
	Non-Exempt X
Shipping Contact:	Same as Contract admin
Address:	
City / State / Zip:	
Phone #:	
Fax #:	
E-mail ID:	
Technical Support Contact:	Same as contract admin
Address:	
City / State / Zip:	
Phone #:	
Fax #:	
Email ID:	
Partner Name (Indirect):	
Address:	
City / State / Zip:	
Contact Admin:	
Phone #:	
Fax #:	
E-mail ID:	

CONFIDENTIAL

Education (EPPC)		
Education Prepaid Credit Amount: Education Discount: Education Revenue: Education Sales Rep:	\$% \$	

PROCESSOR/NAMED USER PROGRAMS/COMPUTER PROGRAMS (REQUIRED INFORMATION)

Make and Operating System required for each program:

Make:

IBM

OS:

AIX

PROGRAMS:

Oracle Applications

Oracle Financials (GL, AP, FA, AR, CM, PM)

Oracle Financial & Sales Analyzers

Project Costing

Oracle Purchasing

E-Business Intelligence

Tutor for Applications

Supplier Portal

Technology for Oracle

Internet Application Server EE

Oracle Database EE

Oracle Partitioning

Internet Developer Suite

Express Server

Applications			
Will applications be modified:	Yes	XNo	
Will users be accessing modified Apps from the web:	Yes	X No	
Have all prerequisites been included:	_X_Yes	No	
Will users use Fast Forward RPM:	Yes	X No	
Will applications be hosted:	Yes	X No	
Indicate database that Apps will run on:	Included	······································	
Indicate CSI for existing prerequisite database and tools:			

	Options not requiring HQAPP, Tier 1, or Tier 2 Approval		
(1))		
(2)	()		
(3)			
(4)			

Internal Administrative Information	
Applications Sales Manager	Tom Wagner
Technology Sales Manager	Rosendo Marques
Account Manager	